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NEW YORK | WASHINGTON

September 29, 2005

BY FACSIMILE & ECF

The Honorable John Gleeson
United States District Court Judge
U.S. District Court for the Eastern District of New York
225 Cadman Plaza East
Brooklyn, New York 11201

Re: Visa Check/MasterMoney Antitrust Litigation (CV-96-5238)(JG)(RLM)

Dear Judge Gleeson:

Pursuant to the Court's continuing jurisdiction over the settlements in the above-referenced action, and its ultimate authority over the Amended Plan of Allocation (the "Plan"),¹ Lead Counsel respectfully submits for the Court's approval this proposal to further amend the Plan.

In accordance with the Plan, the Claims Administrator has mailed approximately 8 million claim forms within the Plan's 120-day deadline for mailing claim forms following final approval of the settlements. With most of the claim forms distributed, we have been receiving initial feedback from the Class regarding the 30-day deadline to submit challenges.² Class Members, particularly those who want to obtain their purchase volumes for cross-checking against the data in the Visa database, have expressed concerns that they may not be able to compile data quickly enough from their processors to make an informed decision to challenge (or not) their Estimated Cash Payment within 30 days. Since we believe a meaningful challenge process is a critical component of the Plan and are sensitive to these concerns, we respectfully request that the challenge deadline be extended from 30 to 90 days. This should give merchants sufficient time to compile the data they need to confirm the accuracy of the estimates generated by the Claims Administrator. We do not anticipate that this 90-day deadline will interfere with the dispersal of payments to those Class Members who do not intend to submit a challenge.

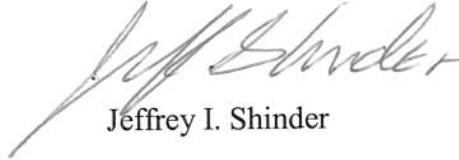
¹ The Plan was initially submitted on August 18, 2003, and approved by the Court on December 19, 2003. *In re Visa Check/MasterMoney Antitrust Litig.*, 297 F. Supp. 2d 503, 518-520 (E.D.N.Y. 2003), *aff'd by Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96 (2d Cir. 2005). The Plan was modified on August 16, 2005, pursuant to the Court's June 30 and August 2, 2005 Orders.

² Currently, Section 7 of the Plan requires a Class Member who wishes to challenge its Estimated Cash Payments to do so in writing. The Class Member must mail its written challenges, accompanied by supporting documentation, to the Claims Administrator no later than 30 days after the Claim Form was mailed to the Class Member. The deadline has been set for October 29, 2005.

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As Class Members are seeking guidance on this issue on a daily basis, we respectfully request an expedited ruling so that we can send out a Merchant Advisory regarding this proposed change right away. Your attention to this matter is very much appreciated.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Jeff Shinder", is written over the typed name.

Jeffrey I. Shinder

cc: Special Master Robin Wilcox